

**EXHIBIT
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DECL.**

EXHIBIT E

**CLARENDON NATIONAL
INSURANCE COMPANY**

THIS IS A CLAIMS-MADE EXCESS POLICY WHICH APPLIES ONLY TO CLAIMS FIRST MADE AGAINST THE INSURED DURING THE POLICY PERIOD. THE LIMIT OF LIABILITY AVAILABLE TO PAY DAMAGES OR SETTLEMENTS WILL BE REDUCED, AND MAY BE EXHAUSTED, BY THE PAYMENT OF DEFENSE EXPENSES.

EXCESS INDEMNITY POLICY

Insured: General Motors Corporation
General Motors Building
300 Renaissance Center
Detroit, MI, 48265-3000

Policy Number: MAG 14 400436 50000
Renewal of: N/A
Premium: \$1,000,000

Limit of Liability (inclusive of Defense Expenses)
for the Policy Period: \$10,000,000 part of \$50,000,000

Policy Period: From: December 15, 2000
To: December 15, 2003
at 12:01 a.m. at the Insured's
Principal Address stated above

Schedule of Underlying Insurance:

| | Insurer | Policy Number | Limit of Liability |
|----------------|----------------|----------------------|---------------------------|
| Primary | Lloyds London | 823/FD0001142 | \$50,000,000 |

Endorsements attached at issuance:

In consideration of the payment of the premium, the Insurer will provide insurance excess of the Underlying Insurance set forth above. This insurance will apply only after all such Underlying Insurance has been exhausted by the actual payment of claims or losses thereunder and, except with respect to the name and address of the Insurer, the Limit of Liability and Policy Period set forth above and any endorsements attached to this Policy, this insurance will then apply in conformance with, and subject to, all terms, conditions, limitations, provisions and endorsements of Twin City Fire Insurance Company; Policy Number NDA 0200454-00, which terms, conditions, limitations, provisions and endorsements are deemed to be incorporated in and part of this Policy as if set forth in their entirety herein.

All notices to the Insurer regarding the coverage provided by this Policy must be addressed to:

MAG Global Financial Products, LLC
Attention: Claims Manager
P.O. Box 4018
Farmington, CT 06034

IN WITNESS WHEREOF, the Insurer has caused this Policy to be signed by its President and Secretary, each of whom is a duly authorized representative of the Insurer.



Secretary



President



Authorized Representative

Date: 01/29/02

**CLARENDON NATIONAL
INSURANCE COMPANY**

Excess Certificate of Insurance



Program Administrator:
MAG Global Financial Products LLC
P.O. Box 4018
Farmington, CT 06034